

ELECTRONIC ARTS INC.
Form 4
August 02, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ELECTRONIC ARTS INC. [EA]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 08/01/2013 | | M | | 674 | A | Jay C. Hoag ⁽¹⁾ |
| | | | | | \$ 26.53 | | |
| Common Stock | | | | | 3,230 | I | TCV Management 2004, L.L.C. ⁽²⁾ |
| Common Stock | | | | | 3,230 | I | TCV VI Management, L.L.C. ⁽³⁾ |
| Common Stock | | | | | 10,797 | I | TCV VII |

| | | | | | |
|--------------|--|-----------|---|--|--------------------------------------|
| Stock | | | | | Management, L.L.C. ⁽⁴⁾ |
| Common Stock | | 1,959,665 | I | | TCV V, L.P. ⁽⁵⁾ |
| Common Stock | | 1,982,198 | I | | TCV VI, L.P. ⁽⁶⁾ |
| Common Stock | | 4,834,140 | I | | TCV VII, L.P. ⁽⁷⁾ |
| Common Stock | | 2,510,484 | I | | TCV VII (A), L.P. ⁽⁸⁾ |
| Common Stock | | 95,188 | I | | TCV Member Fund, L.P. ⁽⁹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁰⁾ | 07/31/2013 | | A | 10,000 | ⁽¹¹⁾ | 07/31/2014 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | 08/01/2013 | | A | 674 | ⁽¹²⁾ | 08/01/2013 | Common Stock | 674 |
| Non-Qualified Stock Option (right to buy) | \$ 26.53 | 08/01/2013 | | M | 674 | ⁽¹²⁾ | 08/01/2013 | Common Stock | 674 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director Officer Other

10%
Owner

HOAG JAY C
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

Signatures

Frederic D. Fenton, authorized signatory for Jay C.
Hoag

08/02/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are directly held by Jay C. Hoag. Mr. Hoag has the sole voting and dispositive power over the shares; however, TCV Management 2004, L.L.C. ("TCM 2004"), TCV VI Management, L.L.C. ("VI Management"), and TCV VII Management, L.L.C. ("VII Management") (collectively, the "Management Companies") collectively own 100% of the pecuniary interest therein. Mr. Hoag is a member of each of the Management Companies but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) These share are directly held by TCM 2004. Mr. Hoag is a member of TCM 2004 but disclaims beneficial ownership of the shares held by such entity except to the extent of his pecuniary interest therein.
- (3) These share are directly held by VI Management. Mr. Hoag is a member of VI Management but disclaims beneficial ownership of the shares held by such entity except to the extent of his pecuniary interest therein.
- (4) These share are directly held by VII Management. Mr. Hoag is a member of VII Management but disclaims beneficial ownership of the shares held by such entity except to the extent of his pecuniary interest therein.
- (5) These shares are directly held by TCV V, L.P. Mr. Hoag is a Class A Member of Technology Crossover Management V, L.L.C. ("TCM V"), which is the sole general partner of TCV V, L.P. Together with three other individual Class A Members, Mr. Hoag shares voting and dispositive power with respect to the shares beneficially owned by TCV V, L.P. Mr. Hoag, TCM V and the Class A Members disclaim beneficial ownership of any shares held by TCV V, L.P. except to the extent of their respective pecuniary interests therein.
- (6) These shares are directly held by TCV VI, L.P. Mr. Hoag is a Class A Member of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCV VI, L.P. Together with four other individual Class A Members, Mr. Hoag shares voting and dispositive power with respect to the shares beneficially owned by TCV VI, L.P. Mr. Hoag, TCM VI and the Class A Members disclaim beneficial ownership of any shares held by TCV VI, L.P. except to the extent of their respective pecuniary interests therein.
- (7) These shares are directly held by TCV VII, L.P. Mr. Hoag is a Class A Director of Technology Crossover Management VII, Ltd. ("Management VII") and a limited partner of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII, L.P. Together with eight other individual Class A Directors, Mr. Hoag shares voting and dispositive power with respect to the shares beneficially owned by TCV VII, L.P. Mr. Hoag, Management VII, TCM VII and the Class A Members disclaim beneficial ownership of any shares held by TCV VII, L.P. except to the extent of their respective pecuniary interests therein.
- (8) These shares are directly held by TCV VII (A), L.P. Mr. Hoag is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the sole general partner of TCM VII, which is the sole general partner of TCV VII (A), L.P. Together with eight other individual Class A Directors, Mr. Hoag shares voting and dispositive power with respect to the shares beneficially owned by TCV VII (A), L.P. Mr. Hoag, Management VII, TCM VII and the Class A Members disclaim beneficial ownership of any shares held by TCV VII (A), L.P. except to the extent of their respective pecuniary interests therein.
- (9) These shares are directly held by TCV Member Fund, L.P. Mr. Hoag is a limited partner of TCV Member Fund, L.P., a Class A Member of TCM V and TCM VI, and a Class A Director of Management VII. Each of TCM V, TCM VI, and Management VII is a general partner of TCV Member Fund, L.P. Mr. Hoag may be deemed to beneficially own the shares held by TCV Member Fund, L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (10) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.

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- (11) The Restricted Stock Unit Award shall vest in its entirety and be deemed exercised on the earlier of (i) date of the next Annual Meeting of Stockholders or (ii) the one-year anniversary of the grant date.
- (12) Shares in lieu of Board cash compensation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.